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SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the AY 1 5 2007 federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

RECEIVED

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

PROCESSED

MAY 3 1 2007 K

**IHOMSON** NOTICE OF SALE OF SECURIANCIAL PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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OMB	APPK	OV.	ΑL

OMB Number: 3235-0076

Expires:

Estimated average burden hours per response 1

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering ([] check if this is an amendment and	d name has changed, and indicate change.):
Bravo! Brands Inc. May 2007 Common Stock/Warrants	s Offering

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Rule 50

Type of Filing: [X] New Filing [] Amendment

#### A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.) Bravo! Brands Inc.

Address of Executive Offices (Number & Street, City, State, Zip Code) Telephone No. (Including Area Code) 11300 U.S. Highway 1, Suite 400

North Palm Beach, FL 33408

561-625-1411

Address of Principal Operations (No. and Street, City, State, Zip Code) Telephone No. (Including Area Code) (if different from Executive Offices) same	
Brief Description of Business  Marketing, brand development and promotion company for flavored milk beverages in the U.S.	
Type of Business Organization	
[ x] corporation [ ] limited partnership, already formed [ ] other (please specify): [ ] business trust [ ] limited partnership, to be formed	
Month Year  Actual or Estimated Date of Incorporation or Organization: [0]4] [9]6] [x] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]	

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

<ol><li>Enter the information requested for the following</li></ol>	lowing:
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Each promoter of the issuer, if the issuer has been organized within the past five years;

Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [ ] Promoter[ x ] Beneficial Owner[ ] Executive Officer[ ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Coca-Cola Enterprises, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code) 2500 Windy Ridge Parkway, Atlanta, Ga 30339	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ ] Executive Officer[ x ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Hirschman, Stanley	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ x ] Executive Officer[ ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Kee, Tommy	
Rusiness or Residence Address (Number and Street City State 7 in Code)	<u> </u>

c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408

Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ x ] Executive Officer[ ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Toulan, Roy	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ x ] Executive Officer[ ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Patipa, Benjamin	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ ] Executive Officer[ x ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Blanding, Arthur	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ ] Executive Officer[ x ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Cummings, Robert	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ ] Executive Officer[ x ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) McCormack, John	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ ] Executive Officer[ x ] Director[	] General and/or Managing Partner

Full Name (Last name first, if individual)
Pearce, Phillip

Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ x ] Executive Officer[ ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Kaplan, Jeffrey	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	
Check Box(es) that Apply: [ ] Promoter[ ] Beneficial Owner[ ] Executive Officer[ x ] Director[	] General and/or Managing Partner
Full Name (Last name first, if individual) Bos, Gerald	
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Bravo! Brands Inc., 11300 US Highway 1, Suite 400, North Palm Beach, FL 33408	

. .

## **B. INFORMATION ABOUT OFFERING**

1. Has offering	3?			ssuer intend Column 2,	·			estors in	this		Yes[]	No [ x ]
2. Wha				t that will b	<del>-</del>			al?			\$ n/a	
				wnership of	-		•				Yes [x]	No[]
or simil listed is the brol	lar remu s an assoc ker or de	neration ciated per aler. If m	for solicitarson or age ore than fi	each person tion of purc ent of a brok ve (5) person r or dealer (	chasers in ker or deal ons to be l	connecti er registe	on with sale red with th	es of secu ne SEC an	rities in th d/or with	he offerin a state o	ig. If a pers r states, list	on to be the name of
Full Na	ime (Lasi	t name fii	rst, if indiv	ridual) N/A	<b>A</b>							
Busines	ss or Res	idence A	ddress (Ni	ımber and S	Street, City	, State, 2	Zip Code)					
Name o	of Associ	ated Bro	ker or Dea	ler								
				Solicited or dual States) [CA] [KY] [NJ] [TX]			Purchasers  [DE]  [MD]  [NC]  [VA]		All States [FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Las	t name fi	rst, if indiv	idual)								
Busine	ss or Res	idence A	ddress (Ni	ımber and S	Street, City	, State, 2	Zip Code)					
Name o	of Associ	ated Bro	ker or Dea	ler	<del> </del>	<del> </del>	<del>,</del>					<del></del>
				Solicited or dual States) [CA] [KY] [NJ] [TX]	[CO] [LA] [NM]	Solicit [CT] [ME] [NY] [VT]	Purchasers [DE] [MD] [NC] [VA]	[ ] [DC] [MA] [ND]	All States [FL] [MI] [OH] [WV]	[GA] [MN] [OK]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Las	t name fir	rst, if indiv	vidual)								
Busines	ss or Res	idence A	ddress (Ni	ımber and S	Street, City	y, State, 2	Zip Code)					
Name o	of Associ	iated Bro	ker or Dea	ler								······································
				Solicited or dual States) [CA] [KY] [NJ] [TX]		o Solicit  [CT] [ME] [NY] [VT]	Purchasers [DE] [MD] [NC] [VA]		All States [FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EX	PENSES AND US	E OF PROCEEDS
1. Enter the aggregate offering price of securities included in this offering the total amount already sold. Enter "0" if answer is "none" or "zero." If th transaction is an exchange offering, check this box and indicate in the colubelow the amounts of the securities offered for exchange and already exchange of Security	and e ımns	Amount Alread
•,,,,	Offering Price	Sold
Debt:	\$0	\$ <u>0</u>
Equity	\$740,000	<u>\$743,193</u>
[ X ] Common [ ] Preferred  Convertible Securities (warrants @ 0.04 exercise price)  Partnership Interests	\$371,596 \$0	\$ <u>0</u> \$0
Other (Specify).	\$ <u>0</u>	\$0
Total	\$1,111,596	\$743,193
2. Enter the number of accredited and non-accredited investors who have procurities in this offering and the aggregate dollar amounts of their purchas offerings under Rule 504, indicate the number of persons who have purchas securities and the aggregate dollar amount of their purchases on the total literer "0" if answer is "none" or "zero."	es. For sed	
Enter of it aliswer is none of zero.	Aggreg	vate
	Number Dollar	
	Investors	of Purchases
Accredited Investors	6	<u>\$743,193</u>
Non-accredited Investors	0	
Total (for filings under Rule 504 only)	0	\$0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the informat for all securities sold by the issuer, to date, in offerings of the types indicat (12) months prior to the first sale of securities in this offering. Classify seculisted in Part C-Question 1.	ed, the twelve	
Dollar Amount		00 1
Type of offering	Type o	f Security Sold
Rule 505		<u>\$</u>
Regulation A		\$

Total			\$ 00
4. a. Furnish a statement of all expenses in connection with the issuance and distribution			
of the securities in this offering. Exclude amounts relating solely to organization expenses			
of the issuer. The information may be given as subject to future contingencies. If the amount			
of an expenditure is not known, furnish an estimate and check the box to the left of the est			
Transfer Agent's Fees	[ ] \$0	J	 
Printing and Engraving Costs	[ ] \$ <u>0</u>	,	
Legal Fees	i i <b>s</b> o	<u></u>	
Accounting Fees	į į \$ <u>0</u>	1	
Engineering Fees	[ ] \$ <u>0</u>	)	 
Sales Commissions (specify finders' fees separately)	[ <b>]</b> \$0	<del>)</del>	 
Other Expenses (identify) due diligence fee in cash & wire fee	[] \$0		
Total	[ ] \$0	)	
	• •		

b. Enter the difference between the aggreg Question 1 and total expenses furnished in difference is the "adjusted gross proceeds	response to Part C - Question 4.a. This		\$ <u>743</u>	3,193	-
5. Indicate below the amount of the adjust proposed to be used for each of the purpor purpose is not known, furnish an estimate estimate. The total of the payments listed to the issuer set forth in response to Part C	ses shown. If the amount for any and check the box to the left of the must equal the adjusted gross proceeds				
			Payments to		
			Officers, Payi Directors, &	ments To	
			Affiliates	Others	
Salaries and fees		[]\$ <u>0</u>		\$ <u>0</u>	-
Purchase of real estate		[]\$ <u>0</u>	[]:	\$ <u>0</u>	-
Purchase, rental or leasing and installation	of machinery				
and equipment	•••••••••••••••••••••••••••••••••••••••	[]\$0	[ ]	\$0	-
Construction or leasing of plant buildings	and facilities	[]\$ <u>0</u>	[]:	\$0	-
Acquisition of other businesses (including securities involved in this offering that materials exchange for the assets or securities of an	ry be used in				
pursuant to a merger)		[]\$ <u>0</u>	[]:	\$0	-
Repayment of indebtedness		[]\$ <u>0</u> _	[ x]	S	-
Working capital		[]\$ <u>0</u>	[x] :	\$743,193	-
Other (specify):		[]\$ <u>0</u>		\$0	_
Column Totals		[]\$ <u>0</u> []\$ <u>0</u>		\$0 \$ <u>743,193</u>	-
Total Payments Listed (column totals add	ed)		[ x	] \$743,193	_
	D. FEDERAL SIGNATURE				
The issuer has duly caused this notice to be 505, the following signature constitutes at Commission, upon written request of its sto paragraph (b)(2) of Rule 502.	undertaking by the issuer to furnish to	the U.S	S. Securities ar	nd Exchange	
Issuer (Print or Type)	Signature		Da		
Bravo! Brands Corp.	00	7	M	ay 14, 2007	!
	PS Toute				
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Roy D. Toulan, Jr.	Vice President-General Counsel ATTENTION				
Intentional misstatements or or	nissions of fact constitute federal crim	ninal vi	olations. (See	18 U.S.C. 10	01.)

E. STATE SIGNATURE					
. Is any party described in 17 CFR 230.262 presently subject to any of the Disqualification provisions of such rule?					
See Appendix, Column 5, for state response.					

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Bravo! Brands Inc	Signature B. Thulen	Date May 14, 2007, 2007
Name of Signer (Print or Type) Roy D. Toulan, Jr.	Title of Signer (Print or Type) Vice President-General Counsel	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

State	Intend to sell To non-accredited Investors in state (Part B-Item 1)		Type of security And aggregate Offering price Offered in state (Part C-Item 1)	Type of investor and Amount purchased in State (Part C-Item 2)					Disqualification Under state ULOE (If yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL		-								
AK										
AZ	İ						1			
AR							1			
CA									1	
CO										
CT	1									
DE										
DC										
FL		X		5	\$600,000	0	0		X	
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